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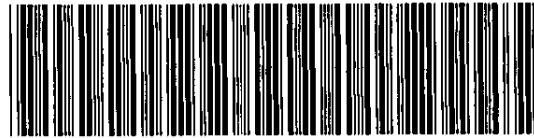
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DATE: 4/24/2015

NAME: RESIDENTIAL CAPITAL MANAGEMENT GROUP, LLC

TYPE OF FILING: CONVERSION

COST: 25.00

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AUTHORIZATION: ABBIE/PAUL HODGE



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ARTICLES OF CONVERSION
For
"RESIDENTIAL CAPITAL MANAGEMENT GROUP, LLC"
Into
RESIDENTIAL CAPITAL MANAGEMENT GROUP, LP

These Articles of Conversion are submitted in connection with the conversion of Residential Capital Management Group, LLC, a Florida limited liability company, into Residential Capital Management Group, LP, a Delaware limited partnership, in accordance with Florida Statute Section 605.1045.

1. The name of the converting entity immediately prior to the filing of these Articles of Conversion is "Residential Capital Management Group, LLC". Residential Capital Management Group, LLC is a Florida limited liability company.
2. The name of the resulting or converted entity is Residential Capital Management Group, LP, a Delaware limited partnership.
3. The plan of conversion has been approved in accordance with Florida Statute Sections 605.1041 through 605.1046 and in accordance with applicable Delaware law.
4. The Florida Department of State may send any process served on the Florida Department of State in respect of Residential Capital Management Group, LLC or Residential Capital Management Group, LP to 1940 NE 6th Street, Deerfield Beach, Florida 33441.
5. Residential Capital Management Group, LP has agreed to pay to the members of Residential Capital Management Group, LLC with appraisal rights the amount to which such members are entitled to under Florida Statute Sections 605.1006 and 605.1061 through 605.1072.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of this
22 day of April, 2015.

RESIDENTIAL CAPITAL MANAGEMENT GROUP, LLC

By: _____

Name: ALBO J. ANTONELLI JR.

Title: MANAGER

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CLERK OF DISTRICT
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TALLAHASSEE FLORIDA